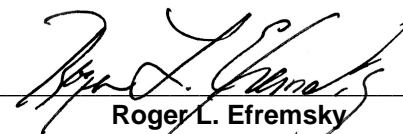




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The following constitutes
the order of the court. Signed February 14, 2011


Roger L. Efremsky
U.S. Bankruptcy Judge

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15 Proposed Attorneys for Debtor

16 UNITED STATES BANKRUPTCY COURT
17 NORTHERN DISTRICT OF CALIFORNIA
18 OAKLAND DIVISION

19 In re
20 Round Table Pizza, Inc.,
21 Debtor.

Case No. 11-41431 RLE
(Jointly Administered with Case Nos.
11-41432 RLE, 11-41433 RLE, and
11-41434 RLE)

Chapter 11

**ORDER AUTHORIZING INTERIM USE
OF CASH COLLATERAL**

Judge: Hon. Roger Efremsky
Date: February 11, 2011
Time: 10:30 a.m.
Place: United States Bankruptcy Court
1300 Clay Street
Oakland, California

1 The MOTION FOR ORDER AUTHORIZING USE OF CASH COLLATERAL (the "Cash Collateral
2 Motion") of Round Table Pizza, Inc., Round Table Franchise Corporation, Round Table
3 Development Company, and Round Table Pizza of Nevada, LLC, the joint debtors and debtors in
4 possession in the above captioned Chapter 11 reorganization cases (collectively "Round Table" or
5 the "Debtor") came before this Court on February 11, 2011. Appearances were as noted in the
6 record. The Court, having reviewed the Cash Collateral Motion, finding that notice of the Cash
7 Collateral Motion is adequate under the particular circumstances, and good cause appearing
8 therefor,

9 IT IS HEREBY ORDERED that

10 1. The Cash Collateral Motion, as modified and supplemented on the record, is
11 granted on an interim basis;

12 2. A final hearing on the Cash Collateral Motion is set for February 24, 2011 at 1:30
13 p.m. before the Honorable Roger Efremsky, United States Bankruptcy Judge;

14 3. Pending the conclusion of the final hearing, Round Table may use cash collateral in
15 the ordinary course of its business, in accordance with the Budget attached as an exhibit to the
16 Motion. On or before 12:00 p.m. on Thursday, February 17, 2011, and on each Wednesday during
17 the remaining term of this Order, Round Table shall deliver to General Electric Credit Corporation
18 (the "Agent") and Prudential Insurance Company of America (together with the Agent, the
19 "Lenders") a reconciliation showing actual disbursements as well as actual cash receipts during the
20 previous week compared with the amounts for such week set forth on the Budget. Round Table
21 shall obtain the prior written consent of the Lenders or a further order of this Court prior to
22 spending more than the aggregate amount for any week as set forth in the Budget.

23 4. Round Table shall permit representatives, agents, employees, counsel and other
24 advisors of the Lenders to have reasonable access to Round Table's premises, records, personnel
25 and advisors during normal business hours (without unreasonable interference with the proper
26 operation of Round Table's businesses and upon reasonable prior notice) and shall cooperate with,
27 and provide to such representatives, agents, employees, counsel and other advisors all such
28 information as they may reasonably request.

1 5. The Agent, for and on behalf of itself, the Lenders and all other parties entitled to
2 the benefit of liens or security interests under the pre-petition documentation between Round
3 Table and the Lenders, is hereby granted replacement liens against Round Table's post-petition
4 assets (other than rights and causes of action arising under Chapter 5 of the Bankruptcy Code)
5 with the same nature, extent, validity and enforceability as their pre-petition liens, but solely to
6 secure any diminution in the value of its collateral, with all interested parties reserving all rights
7 with respect to the scope of the pre-petition collateral; Notwithstanding the foregoing, any such
8 replacement liens shall be subordinated to the compensation and expense reimbursement
9 (excluding professional fees) allowed to any trustee thereafter appointed in the case.

10 6. Round Table is hereby authorized and empowered to take all actions necessary to
11 implement the relief granted in this Order; and

12 7. This Court shall retain jurisdiction with respect to all matters arising from or related
13 to the implementation of this Order.

14
15 **APPROVED AS TO FORM AND CONTENT:**

16 Dated: February 14, 2011

BINGHAM MCCUTCHEN LLP

17
18 By: /s/ William Bates

William Bates

19 Attorneys for Prudential Insurance Company of
20 America

21 **APPROVED AS TO FORM AND CONTENT:**

22 Dated: February 14, 2011

LATHAM & WATKINS LLP

23
24 By: /s/ Gregory O. Lunt

Gregory O. Lunt

25 Attorneys for General Electric Credit Corporation
26
27
28

1 **APPROVED AS TO FORM AND CONTENT:**

2 Dated: February 14, 2011

ALLEN MATKINS LLP

3

4

By: /s/ Ivan M. Gold

5

Ivan M. Gold

Attorneys for Debtors' Landlords

6

7 **APPROVED AS TO FORM AND CONTENT:**

8 Dated: February 14, 2011

OFFICE OF THE UNITED STATES TRUSTEE

9

10

By: /s/ Lynette C. Kelly

Lynette C. Kelly

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* * * END OF ORDER * * *

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COURT SERVICE LIST

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